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177/0025 03 001 Page 1 of 4
2001-04-06 11:09:38
Cook County Recorder 27.50

When recorded, return by
mail to:

Equilon Enterprises LLC
c/o First American Title Company
Attention: Maricela Garcia
3200 Southwest Freeway, Suite 3050
Houston, TX 77027



3

ENVIRONMENTAL BASELINE

15901 South Dixie Highway, Harvey, Cook County, Illinois

Equilon Enterprises LLC, a Delaware limited liability company ("Equilon") and **Cherokee Festival Holdings, LLC**, a Delaware limited liability company ("Purchaser") agree to establish the following environmental baseline condition ("Environmental Baseline") pursuant to Article 6.4 of the Purchase and Sale Agreement between Equilon and Purchaser, dated September 29, 2000 ("Agreement"), as amended, for the Fee Premises listed on Exhibit A, attached hereto and incorporated by reference herein. The parties hereby agree and confirm that the Environmental Baseline, for the Fee Premises, agreed to, pursuant to said Article 6.4 of the Agreement, shall be as follows:

If petroleum hydrocarbon concentrations above applicable regulatory agency action levels are encountered during assessment activities on the Fee Premises being conducted by Equilon, Purchaser or the subsequent purchaser, Equilon shall retain responsibility for environmental liabilities associated with such petroleum hydrocarbon concentrations that originated on the Fee Premises on or prior to the closing date (including, without limitation, any petroleum-related additive or constituent thereof, including motor oil). Equilon's responsibility for such environmental liabilities will include, without limitation, the obligation to reasonably pursue, at its sole cost and expense, any and all actions necessary to obtain a "no further action" letter or other agency closure notification as required by all applicable federal, state and local statutes, regulations and orders. Equilon's responsibility for environmental liabilities constituting the Environmental Baseline will be limited to petroleum hydrocarbon impacts deemed the result of previous on-site operations which originated on-site on or prior to the closing date. Equilon's responsibility includes, without limitation, any portion of a known hydrocarbon soil or groundwater plume that has originated on the Fee Premises as a result of prior on-site activities, regardless of whether the plume has migrated off-site and regardless of whether such off-site migration is encountered or discovered before or after the closing date. If petroleum hydrocarbon concentrations below applicable regulatory agency action levels are encountered during assessment activities conducted prior to or after the closing date, which have been identified in written report(s) or otherwise, Equilon shall not be responsible for environmental




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liabilities associated with such petroleum hydrocarbon concentrations, provided same remain at or below applicable regulatory agency action levels. Notwithstanding anything to the contrary set forth in Article 6.4 of the Agreement, the provisions of this Environmental Baseline shall neither limit nor in any way enlarge Equilon's obligations or liabilities pursuant to Articles 6.5, 6.6 or 13.1 of the Agreement.

This Environmental Baseline may be executed in multiple counterparts, each of which shall be deemed to be an original and of equal force and effect.

EQUILON ENTERPRISES LLC,
A Delaware limited liability company

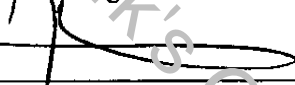
By: 
Laura D. Styslinger, Attorney-in-Fact

Date: 12/12/2000

CHEROKEE FESTIVAL HOLDINGS, LLC,
a Delaware limited liability company

By: **FESTIVAL OPERATING PARTNERS,**
LLC, a California limited liability company,
its Managing Member

By: **NOTEL PARTNERS,**
a California General Partnership,
its Manager

By: 
Mark A. Schurgin, General Partner

Date: 12/7/00

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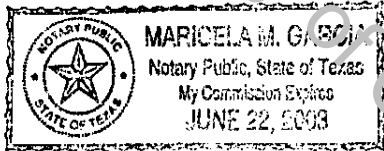
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STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

I, MARICELA M. GARCIA, the undersigned Notary Public, do hereby certify that on the 12 day of December, 2000, Linda D. Styslinger, as Attorney-in-Fact for Equilon Enterprises LLC, a Delaware limited liability company, personally appeared before me and being first duly sworn by me acknowledged that she signed the foregoing document in her capacity therein set forth and declared the statements therein contained are true.

In Witness Whereof, I have hereunto set my hand and seal the day and year before written.

Maricela M. Garcia
Notary Public



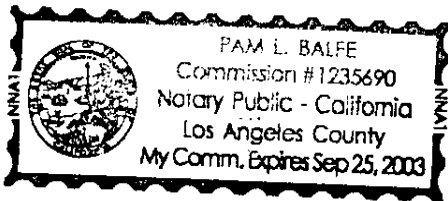
My Commission Expires: _____

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

I, Pam Balfe, the undersigned Notary Public, do hereby certify that on the 6th day of December, 2000, Mark A. Shurgin, General Partner of Notel Partners, Manager of Festival Operating Partners, LLC, Managing Member of Cherokee Festival Holdings, LLC, a Delaware limited liability company, personally appeared before me and being first duly sworn by me acknowledged that he signed the foregoing document in his capacity therein set forth and declared the statements therein contained are true.

In Witness Whereof, I have hereunto set my hand and seal the day and year before written.

P. Balfe
Notary Public



My Commission Expires:

09/25/03

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EXHIBIT A

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File No.: CC194384

LEGAL DESCRIPTION:

THE NORTH 5 ACRES OF THAT PART OF THE NORTH 1/2 OF THE NORTH WEST 1/4 OF SECTION 19, TOWNSHIP 36 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING EAST OF THE CHICAGO AND VINCENNES ROAD, EXCEPTING THAT PART THEREOF BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTH LINE OF 159TH STREET AND THE EASTERLY LINE OF DIXIE HIGHWAY AS PRESENTLY LOCATED AND ESTABLISHED; THENCE EAST ALONG SAID SOUTH LINE OF 159TH STREET, A DISTANCE OF 75.0 FEET TO A POINT OF TANGENCY OF A CURVE CONCAVE TO THE SOUTH EAST HAVING A RADIUS OF 53.83 FEET; THENCE SOUTHWESTERLY ALONG SAID CURVE, A DISTANCE OF 106.55 FEET TO A POINT OF TANGENCY IN SAID EASTERLY LINE OF DIXIE HIGHWAY, SAID POINT BEING 75.0 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

address: 15901 S. Dixie Hwy
Harvey, IL

29-19-106-001